

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:

W.R. GRACE & CO., et al.,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

Jointly Administered

NO ORDER REQUIRED

**CERTIFICATION OF NO OBJECTION TO FORTIETH MONTHLY APPLICATION
OF KRAMER LEVIN NAFTALIS & FRANKEL LLP, COUNSEL TO THE OFFICIAL
COMMITTEE OF EQUITY HOLDERS, FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD NOVEMBER 1, 2004
THROUGH NOVEMBER 30, 2004 [RE: DOCKET NO. 7382]**

The undersigned hereby certifies that as of the date hereof, she has received no formal answer, objection or any other responsive pleading to the Fortieth Monthly Application (the "Application") for Compensation of Kramer Levin Naftalis & Frankel LLP, counsel to the Official Committee of Equity Holders, filed on December 28, 2004 [Docket No.7382]. The undersigned further certifies that she has reviewed the Court's docket in this case and no answer, objection or other responsive pleading to the Application appears thereon. Pursuant to the Application, objections were to be filed and served no later than 4:00 p.m. on January 17, 2005.

Pursuant to the Amended Administrative Order Under 11 U.S.C. §§105(a) and 31 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the "Order") dated May 3, 2001, the Debtors

are authorized to pay Kramer Levin Naftalis & Frankel LLP \$122,980.0 which represents 80% of the fees (\$153,725.00) and \$4,236.79, which represents 100% of the expenses, for an aggregate amount of \$157,961.79, requested in the Application for the period November 1, 2004 through November 30, 2004, upon the filing of this Certification and without the need for entry of a Court order approving the Application.

KLETT ROONEY LIEBER & SCHORLING
A Professional Corporation

By: /s/ Rhonda Thomas
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-and-

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Dated: January 20, 2005